UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **THE BIG APPLE CIRCUS, LTD.** **Debtor.**	**Chapter 11** **Case No. 16-13297 (SHL)**

ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF

Upon the application (the "**Application**")[1] of the above-captioned debtor and debtor in possession (the "**Debtor**"), for entry of an order, pursuant to Bankruptcy Rule 3003(c)(3), fixing a deadline (the "**Bar Date**") and establishing procedures for filing proofs of claim and approving the form and manner of service thereof, and it appearing that the relief requested is in the best interests of the Debtor, its estate, and creditors and that adequate notice has been given and that no further notice is necessary; and after due deliberation and good and sufficient cause appearing therefor, it is hereby:

ORDERED, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtor which arose on or prior to the filing of the chapter 11 petition on November 20, 2016 (the "**Petition Date**"), shall file a proof of such claim in writing or electronically on the Claims Agent's website at www.donlinrecano.com/bigapplecircus so that it is received on or before **March 30, 2017 at 5:00 p.m. (Eastern Time)**; and it is further

1 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

ORDERED, that notwithstanding any other provision hereof, proofs of claim filed by governmental units must be filed on or before **May 19, 2017 at 5:00 p.m. (Eastern Time)** (the date that is one hundred eighty (180) days after the Petition Date); and it is further

ORDERED, that the following procedures for the filing of proofs of claim shall apply:

(a) Proofs of claim must conform substantially to Official Bankruptcy Form No. 410;

(b) Proofs of claim must be filed either electronically through the Claims Agent's website, www.donlinrecano.com/bigapplecircus, on or before the Bar Date; or by mailing the original proof of claim by U.S. Postal Service mail so as to be received on or before the Bar Date to: Donlin Recano & Co. Inc., Re: The Big Apple Circus, Ltd., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219; or by mailing the original proof of claim by overnight delivery so as to be received on or before the Bar Date to: Donlin Recano & Co. Inc., Re: The Big Apple Circus, Ltd., 6201 15th Avenue, Brooklyn, NY 11219; or by delivering the original Proof of Claim by hand on or before the Bar Date to either Donlin Recano & Co. Inc., 6201 15th Avenue, Brooklyn, NY 11219 or the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 534, New York, NY 10004;

(c) Proofs of claim will be deemed filed only when received by the Clerk of the Bankruptcy Court or the Claims Agent on or before the Bar Date;

(d) Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and, (iv) be denominated in United States currency; and it is further

ORDERED, that the following persons or entities need not file a proof of claim on or prior to the Bar Date:

(a) Any person or entity that has already filed a proof of claim against the Debtor in the above-captioned case in a form substantially similar to Official Bankruptcy Form No. 410;

(b) Any person or entity whose claim is listed on the Schedules filed by the Debtor, provided that (i) the claim is not scheduled as “disputed”, “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules;

(c) Any holder of a claim that heretofore has been allowed by Order of this Court;

(d) Any person or entity whose claim has been paid in full by the Debtor;

(e) Any holder of a claim for which specific deadlines have previously been fixed by this Court;

(f) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtor’s estate, except any holder of a 503(b)(9) Claim, which claim must be asserted by filing a proof of claim on or prior to the Bar Date; and it is further

ORDERED, that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is dated on or before the date of entry of this Order, must file a proof of claim with respect to such claim on or before the applicable Bar Date, and any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim with respect to such claim on or before such date as the Court may fix in the applicable order authorizing such rejection; and it is further

ORDERED, that if the Debtor amends or supplements the Schedules subsequent to the date hereof, the Debtor shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded thirty-five (35) days from the date of such notice to file proofs of claim in respect of their claims and shall be given notice of such deadline; and it is further

ORDERED, that nothing in this Order shall prejudice the right of the Debtor or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution; and it is further

ORDERED, that a copy of the notice substantially in the form annexed hereto as **Exhibit 1** is approved and shall be deemed adequate and sufficient if served by first-class mail at least thirty-five (35) days prior to the Bar Date on:

(a) The United States Trustee;

(b) Counsel to the Creditors' Committee;

(c) All persons or entities that have requested notice of the proceedings in the chapter 11 case;

(d) All persons or entities that have filed claims;

(e) All creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;

(f) All parties to executory contracts and unexpired leases of the Debtor;

(g) All parties to litigation with the Debtor;

(h) The Internal Revenue Service for the district in which the case is pending; the United States Attorney's Office for the Southern District of New York; and any other required governmental units; and

(g) Such additional persons and entities as deemed appropriate by the Debtor; and it is further

ORDERED, that the Debtor shall mail one or more proof of claim forms to those holders of claims listed on the Schedules substantially similar to the proof of claim form annexed as **Exhibit B** to the Application, which is hereby approved; and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(f), the Debtor shall publish the Bar Date Notice in substantially the form annexed hereto as **Exhibit 2** once, in *The New York Times*, at least twenty-eight (28) days prior to the Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Date; and it is further

ORDERED, that any person or entity who desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed in the Schedules; and it is further

ORDERED, that the Debtor and its Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that entry of this Order is without prejudice to the right of the Debtor to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Date established herein must file such proofs of claim or interest or be barred from doing so.

Dated: February 17, 2017
New York, New York

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Notice of Bar Date

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **THE BIG APPLE CIRCUS, LTD.** **Debtor.**	**Chapter 11** **Case No. 16-13297 (SHL)**

NOTICE OF DEADLINE REQUIRING FILING OF
PROOFS OF CLAIM ON OR BEFORE MARCH 30, 2017

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE BIG APPLE CIRCUS, LTD.:

The United States Bankruptcy Court for the Southern District of New York has entered an Order establishing **March 30, 2017 at 5:00 p.m. (Eastern Time)** (the "**Bar Date**") as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) to file a proof of claim against The Big Apple Circus, Ltd. (the "**Debtor**").

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtor that arose prior to November 20, 2016, the date on which the Debtor commenced a case under chapter 11 of the United States Bankruptcy Code, except for those holders of the claims listed in Section 4 below that are specifically excluded from the Bar Date filing requirement. Governmental units may have until May 19, 2017 at 5:00 p.m. (Eastern Time), the date that is one hundred eighty (180) days after the order for relief, to file proofs of claim.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtor or to share in distributions from the Debtor's bankruptcy estate if you have a claim that arose prior to November 20, 2016 (the "**Filing Date**"), and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtor that occurred before the Filing Date must be filed on or prior to the Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

Under Section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

Your filed proof of claim must conform substantially to Official Bankruptcy Form No. 410; a case-specific proof of claim form accompanies this Notice. Additional proof of claim forms may be obtained at either www.donlinrecano.com/bigapplecircus or http://www.uscourts.gov/forms/bankruptcy-forms.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor's initials) or a financial account number (only the last four digits of such financial account).

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before March 30, 2017 at 5:00 p.m. (Eastern Time)**, at the following address:

Donlin Recano & Co. Inc.
Re: The Big Apple Circus, Ltd.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

IF BY OVERNIGHT MAIL OR COURIER:

Donlin, Recano & Company, Inc.
Re: The Big Apple Circus, Ltd.
6201 15th Avenue
Brooklyn, NY 11219

IF DELIVERED BY HAND:

Donlin, Recano & Company, Inc.
Re: The Big Apple Circus, Ltd.
6201 15th Avenue
Brooklyn, NY 11219

OR:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, NY 10004-1408

Or electronically through the claims agent's website: www.donlinrecano.com/bigapplecircus, under the link entitled "Proof of Claim."

Proofs of claim will be deemed filed only when received at the addresses listed above or filed electronically on or before the Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the Bar Date if you are:

(a) A person or entity that has already filed a proof of claim against the Debtor with the Clerk of the Bankruptcy Court for the Southern District of New York or the Debtor's claims agent in a form substantially similar to Official Bankruptcy Form No. 410;

(b) A person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent," or "unliquidated" and (ii) you do not disagree with the amount, nature and priority of the claim as set forth in the Schedules;

(c) A holder of a claim that has previously been allowed by Order of this Court;

(d) A holder of a claim that has been paid in full by the Debtor;

(e) A holder of a claim for which a specific deadline has previously been fixed by this Court; or

(f) A holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtor's estate, except any holders of a claim allowable under section 503(b)(9) of the Bankruptcy Code, which claim must be asserted by filing a proof of claim on or prior to the Bar Date.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtor but may not have an unpaid claim against the Debtor. The fact that you have received this Notice does not mean that you have a claim or that the Debtor or the Court believes that you have a claim against the Debtor.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before February 17, 2017, the date of entry of this Order, you must file a proof of claim with respect to such claim by the Bar Date. Any person or entity that has a claim arising from the rejection of an executory contract or unexpired lease, as to which the order is dated after the date of entry of this Order, you must file a proof of claim with respect to such claim by the date fixed by the Court in the applicable order authorizing rejection of such contract or lease.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY CHAPTER 11 PLAN FILED IN THE DEBTOR’S CASE AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTOR’S CASE ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTOR'S SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtor in the Debtor's Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "**Schedules**").

If you rely on the Debtor's Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtor's Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtor's Schedules are available for inspection on the Court's Internet Website at http://www.nysb.uscourts.gov. A login and password to the Court's Public Access to Electronic Court Records ("**PACER**") are required to access this information and can be obtained through the PACER Service Center at http://www.pacer.gov. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 534, New York, New York 10004-1408. Copies of the Debtor's Schedules may also be obtained by written request to the Debtor's claims agent at the following address: Donlin Recano & Co. Inc., Re: The Big Apple Circus, Ltd., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219, or can be obtained at www.donlinrecano.com/bigapplecircus.

A holder of a possible claim against the Debtor should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

BY ORDER OF THE COURT

Dated: February 17, 2017
New York, New York

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Counsel to the Debtor
and Debtor in Possession

EXHIBIT 2

Publication Notice of Bar Date

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **THE BIG APPLE CIRCUS, LTD.** **Debtor.**	**Chapter 11** **Case No. 16-13297 (SHL)**

NOTICE OF DEADLINE REQUIRING FILING OF
PROOFS OF CLAIM ON OR BEFORE MARCH 30, 2017

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE BIG APPLE CIRCUS, LTD.:

On November 20, 2016, The Big Apple Circus, Ltd. (the "Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the U.S. Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

On February __, 2017, the Bankruptcy Court entered an Order (the "Bar Date Order") establishing certain deadlines and procedures for filing proofs of claim in the Debtor's bankruptcy case. Pursuant to the Bar Date Order, all persons or entities (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) who have a claim against the Debtor that arose prior to November 20, 2016, even if such claim is not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before November 20, 2016, MUST FILE A PROOF OF CLAIM on or before **March 30, 2017 at 5:00 p.m. (Eastern Time)** or **May 19, 2017 at 5:00 p.m. (Eastern Time)** for governmental units (the "Bar Dates"), by (i) sending an original proof of claim form to: Donlin Recano & Co. Inc., Re: The Big Apple Circus, Ltd., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219 so that it is actually received on or before the applicable of the Bar Dates, (ii) filing a proof of claim form electronically at www.donlinrecano.com/bigapplecircus on or before the applicable of the Bar Dates, or (iii) sending a proof of claim form by overnight mail or hand delivering a proof of claim form as detailed in the Bar Date Order so that it is actually received on or before the applicable of the Bar Dates. **Proofs of claim sent by facsimile, telecopy or electronic mail will not be accepted.**

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN THE BAR DATE ORDER, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY CHAPTER 11 PLAN FILED IN THE DEBTOR'S CASE AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTOR'S CASE ON ACCOUNT OF SUCH CLAIM.

Copies of the Bar Date Order, a proof of claim form, or the Debtor's schedules of liabilities may be obtained for free by (i) contacting the Debtor's claim agent, in writing, at: Donlin Recano & Co. Inc., Re: The Big Apple Circus, Ltd., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219, or (ii) can be obtained at www.donlinrecano.com/bigapplecircus. Copies of the Debtor's schedules of liabilities may also be examined for a fee on the Bankruptcy Court's electronic docket, available at https://ecf.nysb.uscourts.gov.

BY ORDER OF THE COURT

Dated: _____________, 2017
New York, New York

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